

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE: §
§ **Chapter 7**
DEEPROOT CAPITAL §
MANAGEMENT, LLC, ET AL.,¹ § **Case No. 21-51523-MMP**
§
Debtors. § **Jointly Administered**

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND
DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Debtors deeproot Capital Management, LLC, *et al.* (the “Debtors”), as debtors in jointly administered above-captioned chapter 7 cases, with the assistance of their attorneys, are filing Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements”) in the Bankruptcy Court for the Western District of Texas, San Antonio Division (the “Bankruptcy Court”) pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

These Global Notes and Statements of Limitations, Methodology, and Disclaimers regarding the Debtors Schedules and Statements (collectively, the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of the Debtors’ Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), nor are they intended to be fully reconciled with the financial statements of the Debtors. Additionally, the Schedules and Statements contain unaudited information that is subject to further review, potential adjustment, and reflect the Debtors’ commercially reasonable efforts to report the assets and liabilities of the Debtors.

The information contained in the Schedules and Statements was prepared based on the best information available and to the Debtors’ knowledge and belief. The Debtors and their agents and attorneys do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Policy Services, Inc. (2864), Wizard Mode Media, LLC (3205), deeproot Pinball LLC (0320), deeproot Growth Runs Deep Fund, LLC (8046), deeproot 575 Fund, LLC (9404), deeproot 3 Year Bonus Income Debenture Fund, LLC (7731), deeproot BonusGrowth 5 Year Debenture Fund, LLC (9661), deeproot Tech LLC (9043), deeproot Funds LLC (9404), deeproot Studios LLC (6283), and deeproot Capital Management, LLC (2638).

commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents and attorneys expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized. In no event shall the Debtors or their agents and attorneys be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents and attorneys are advised of the possibility of such damages.

Manager Robert J. Mueller has signed each of the Schedules and Statements. Mr. Mueller is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Mueller has relied upon unaudited, unreconciled financials and has had limited access to data and documents. Mr. Mueller has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

Global Notes and Overview of Methodology

1. Reservation of Rights. Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to (i) amend or supplement the Statement and Schedules from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to claim (“Claim”) descriptions or designations; (ii) dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status or classification; (iii) subsequently designate any Claim as “disputed,” “contingent,” or “unliquidated;” or object to the extent, validity, enforceability, priority, or avoidability of any Claim. Any failure to designate a Claim in the Statement and Schedules as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by any of the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated.” Listing a Claim does not constitute an admission of liability by the Debtors against which the Claim is listed. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 7 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements except as may be required by applicable law.

2. Description of the Case and “As Of” Information Date. On December 9, 2021 (the “Petition Date”), the Debtors filed their voluntary petitions for relief under chapter 7 of the Bankruptcy Code. On December 20, 2021, an Order Granting Motion for Joint Administration [Dkt. No. 20]

was entered directing joint administration of the Debtors' chapter 7 cases. Notwithstanding the joint administration of the Debtors' cases for procedural purposes, each Debtor has filed its own Schedules and Statements.

Unless otherwise indicated, the asset information provided herein represents the asset data as of the close of business on December 31, 2020. Unless otherwise indicated, the liability information represents the liability data of the Debtors as of the close of business on December 31, 2020. The asset and liability data is unaudited, but the Debtors believe such data is the most accurate data available to the Debtors as of the Petition Date.

3. Estimated Value of Assets. Unless otherwise indicated, the asset data contained in the Schedules and Statements reflect book value as of July 8, 2021. Book values of assets prepared in accordance with GAAP generally do not reflect the current market value of the assets and may differ materially from the actual value of the underlying assets. Some asset values stated in the Schedules and Statements are estimates based on the best available information available to the Debtors. Unless otherwise noted, the asset values stated in the Schedules and Statements are not based on professional appraisals or any specific valuation methodology.

4. Recharacterization. Notwithstanding the Debtors' commercially reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity of the Debtors' financial statements and other factors. Accordingly, the Debtors reserve all their rights to re-characterize, reclassify, recategorize, re-designate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available. Disclosure of information in one or more Schedules, one or more Statements question, or one or more exhibits or attachments to the Schedules and Statements, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statement, exhibits, or attachments.

5. Liabilities. The Debtors has sought to allocate liabilities between themselves based on information currently available to the Debtors. As additional information becomes available, the allocation of liabilities between the Debtors may change. Accordingly, the Debtors reserve all their rights to amend, supplement, or otherwise modify their Statements and Schedules as is necessary or appropriate.

6. Excluded Assets and Liabilities. The Debtors may have inadvertently excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, other claims against vendors who could be holding pinball machine parts that belong to the Debtors, net operating loss tax characteristics ("NOLs"), accrued salaries, employee benefit accruals, and accrued accounts payable. In addition, certain immaterial assets and liabilities may have been excluded.

7. Insiders. For purposes of the Schedules and Statements, the Debtors defined "insiders" pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtor; (d) relatives of the Debtors' directors, officers, or persons in control of the Debtors;

and (e) debtor/non-debtor affiliates of the foregoing. Persons listed as “insiders” have been included for informational purposes only and the inclusion of them in the Schedules and Statements, shall not constitute an admission that those persons are insiders for purposes of section 101(31) of the Bankruptcy Code. Moreover, the Debtors do not take any position with respect to: (a) any insider’s influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an “insider” under applicable law or with respect to any theories of liability or for any other purpose.

8. Intellectual Property Rights. Exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

9. Classifications. Listing (a) a Claim on Schedule E/F as “priority,” or (b) a Claim on Schedule E/F as “unsecured” does not constitute an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors’ rights to recharacterize or reclassify such Claims or contracts or to setoff of such Claims.

10. Claims Description. Schedule E/F permits the Debtors to designate a Claim as “disputed,” “contingent,” and/or “unliquidated.” Any failure to designate a Claim on the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by any Debtors that such amount is not “disputed,” “contingent,” or “unliquidated,” or that such Claim is not subject to objection. The Debtors reserve all their rights to dispute, or assert offsets or defenses to, any Claim reflected on their Schedules and Statements on any grounds, including liability or classification. Additionally, the Debtors expressly reserve all their rights to subsequently designate such Claims as “disputed,” “contingent” or “unliquidated.” Moreover, listing a Claim does not constitute an admission of liability by the Debtors.

11. Causes of Action. Despite making commercially reasonable efforts to identify all known assets, the Debtors may not have listed all its causes of action or potential causes of action against third parties as assets in the Statements and Schedules, including, without limitation, causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all its rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross-claim, counterclaim, or recoupment and any claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertible directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law (collectively, “Causes of Action”) they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any claims or Causes of Action or in any way prejudice or impair the assertion of such claims or Causes of Action.

12. Summary of Significant Reporting Policies. The following is a summary of significant reporting policies:

- Undetermined Amounts. The description of an amount as “unknown,” “unknown, investigating,” “cannot allocate,” “cannot value,” “N/A,” “TBD,” or “undetermined” is not intended to reflect upon the materiality of such amount.
- Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total maybe different than the listed total.
- Liens. Property and equipment listed in the Schedules and Statements are presented with any liens that may attach (or have attached) to such property and equipment, to the best of the Debtors’ knowledge, except that liens attaching to substantially all of the Debtors’ assets are not noted as to each and every asset listed.

13. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.

14. Intercompany Payables and Receivables. Intercompany receivables/payables are set forth on Schedules A/B and E/F, respectively. The listing by the Debtors of any account between a Debtor and any of its Debtor or non-debtor affiliates is a statement of what appears in each respective Debtor’s books and records as of December 31, 2020 and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts.

15. Employee Addresses. Employees and director addresses listed in the Schedules and Statements are the last known addresses provided to the Debtors.

16. Debtor’s Address. For the purposes of the Schedules and Statements, the Debtors’ address has been reported as the Debtor’s P.O. box in San Antonio, Texas.

17. Global Notes Control. In the event that the Schedules or Statements differ from any of the foregoing Global Notes, the Global Notes shall control.

Specific Notes with Respect to the Debtors’ Schedules of Assets and Liabilities. The Schedules neither purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of the Debtors. Additionally, the Schedules contain unaudited information that is subject to further review and potential adjustment and reflect each of the Debtor’s reasonable best efforts to report its assets and liabilities. Moreover, given, among other things, questions about the characterization of certain assets and the valuation and nature of certain liabilities, the Schedules and Statements are not an admission that the Debtors were solvent or insolvent as of the Petition Date or at any time before the Petition Date.

1. Schedule A/B, Part 5 – Inventory, excluding agriculture assets

The Debtors have limited access to certain records regarding the pinball machine and pinball parts inventories.

2. Schedule A/B, Part 7 – Office furniture, fixtures, and equipment; and collectibles

Current value is based on management's best estimate as of the Petition Date. The value provided on Schedules is the estimated total value of the assets. Values given were not split between Debtors that jointly own the assets.

Fill in this information to identify the case:

Debtor name deeproot Capital Management, LLCUnited States Bankruptcy Court for the:
Western District of TexasCase number (if known): 21-51523 Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?** No. Go to Part 2. Yes. Fill in the information below.**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****2. Cash on hand****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

None

4. Other cash equivalents (Identify all)4.1 Check from San Antonio Water System\$111.52**Additional Page Total - See continuation page for additional entries**\$625.34**5. Total of Part 1**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$736.86**Part 2: Deposits and prepayments****6. Does the debtor have any deposits or prepayments?** No. Go to Part 3. Yes. Fill in the information below.**Current value of debtor's interest****7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

None

Debtor deeproot Capital Management, LLC
NameCase number (if known) 21-51523**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

None**9. Total of Part 2**

Add lines 7 through 8 (including amounts on any additional sheets). Copy the total to line 81.

\$0.00**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?** No. Go to Part 4. Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts Receivable**

11a. 90 days old or less: _____ - _____ doubtful or uncollectible accounts = → _____

11b. Over 90 days old: _____ - _____ doubtful or uncollectible accounts = → _____

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$0.00**Part 4: Investments****13. Does the debtor own any investments?** No. Go to Part 5. Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

None**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of fund or stock: % of ownership:

None**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

Debtor deeproot Capital Management, LLC
NameCase number (if known) 21-51523

None

17. **Total of Part 4**

Add lines 14 through 16 (including any additional sheets). Copy the total to line 83.

\$0.00**Part 5: Inventory, excluding agriculture assets**18. **Does the debtor own any inventory (excluding agriculture assets)?** No. Go to Part 6. Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest

19. **Raw materials**

None

20. **Work in progress**

None

21. **Finished goods, including goods held for resale**

None

22. **Other inventory or supplies**

None

23. **Total of Part 5**

Add lines 19 through 22 (including any additional sheets). Copy the total to line 84.

\$0.0024. **Is any of the property listed in Part 5 perishable?** No Yes25. **Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?** No Yes26. **Has any of the property listed in Part 5 been appraised by a professional within the last year?** No Yes**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?** No. Go to Part 7. Yes. Fill in the information below.

Debtor deeproot Capital Management, LLC
NameCase number (if known) 21-51523

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest

28. Crops — either planted or harvested

None

29. Farm animals Examples: Livestock, poultry, farm-raised fish

None

30. Farm machinery and equipment (Other than titled motor vehicles)

None

31. Farm and fishing supplies, chemicals, and feed

None

32. Other farming and fishing-related property not already listed in Part 6

None

33. Total of Part 6

Add lines 28 through 32. Copy the total to line 85.

\$0.00**34. Is the debtor a member of an agricultural cooperative?** No Yes. Is any of the debtor's property stored at the cooperative? No Yes**35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?** No Yes**36. Is a depreciation schedule available for any of the property listed in Part 6?** No Yes**37. Has any of the property listed in Part 6 been appraised by a professional within the last year?** No Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?** No. Go to Part 8. Yes. Fill in the information below.

Debtor	<u>deeproot Capital Management, LLC</u> Name	Case number (if known)	<u>21-51523</u>				
<table border="1"> <thead> <tr> <th>General description</th> <th>Net book value of debtor's interest (Where available)</th> <th>Valuation method used for current value</th> <th>Current value of debtor's interest</th> </tr> </thead> </table>				General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest				
39.	Office furniture	None					
40.	Office fixtures	None					
41.	Office equipment, including all computer equipment and communication systems equipment and software	None					
42.	Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles	None					
43.	Total of Part 7	\$0.00					
	Add lines 39 through 42. Copy the total to line 86.						
44.	Is a depreciation schedule available for any of the property listed in Part 7?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes					
45.	Has any of the property listed in Part 7 been appraised by a professional within the last year?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes					
Part 8: Machinery, equipment, and vehicles							
46.	Does the debtor own or lease any machinery, equipment, or vehicles?	<input checked="" type="checkbox"/> No. Go to Part 9. <input type="checkbox"/> Yes. Fill in the information below.					
<table border="1"> <thead> <tr> <th>General description</th> <th>Net book value of debtor's interest (Where available)</th> <th>Valuation method used for current value</th> <th>Current value of debtor's interest</th> </tr> </thead> </table>				General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest				
47.	Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles	None					
48.	Watercraft, trailers, motors, and related accessories <i>Examples:</i> Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels						

Debtor deeproot Capital Management, LLC
NameCase number (if known) 21-51523

None

49. Aircraft and accessories
None

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)
None

51. Total of Part 8
Add lines 47 through 50. Copy the total to line 87. \$0.00

52. Is a depreciation schedule available for any of the property listed in Part 8?
 No
 Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?
 No
 Yes

Part 9: Real Property

54. Does the debtor own or lease any real property?
 No. Go to Part 10.
 Yes. Fill in the information below.

General description	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available				

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has interest
None

56. Total of Part 9
Add the current value on lines 55.1 through 55.3 and entries from any addition sheets. Copy the total to line 88. \$0.00

57. Is a depreciation schedule available for any of the property listed in Part 9?
 No
 Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?
 No
 Yes

Part 10: Intangibles and Intellectual Property

Debtor deeproot Capital Management, LLC _____ Case number (if known) 21-51523
 Name _____

59. Does the debtor have any interests in intangibles or intellectual property?

No. Go to Part 11.
 Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest

60. Patents, copyrights, trademarks, and trade secrets

60.1 pinball machine trade secrets _____ (Unknown) _____ (Unknown)

Additional Page Total - See continuation page for additional entries

\$0.00

61. Internet domain names and websites

None

62. Licenses, franchises, and royalties

None

63. Customer lists, mailing lists, or other compilations

63.1 pinball machine customer lists _____ (Unknown) _____ (Unknown)

64. Other intangibles, or intellectual property

64.1 pinball artworks _____ (Unknown) _____ (Unknown)

65. Goodwill

None

66. Total of Part 10

Add lines 60 through 65. Copy the total to line 89. \$0.00

67. Do your lists or records include personally identifiable information of customers? (as defined in 11 U.S.C. §§ 101(41A) and 107)

No
 Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

No
 Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

No
 Yes

Part 11: All other assets

Debtor deeproot Capital Management, LLC
NameCase number (if known) 21-51523

70. Does the debtor own any other assets that have not yet been reported on this form?

 No. Go to Part 12. Yes. Fill in the information below.

Current value of debtor's interest

71. Notes receivable

Description (include name of obligor)

None

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

None

73. Interests in insurance policies or annuities

None

74. Causes of action against third parties (whether or not a lawsuit has been filed)

74.1 Possible claims against Williams Crowe Mask LLP(Unknown)Nature of Claim accounting malpracticeAmount Requested (Unknown)

Additional Page Total - See continuation page for additional entries

\$0.00

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

None

76. Trusts, equitable or future interests in property

None

77. Other property of any kind not already listed *Examples: Season tickets, country club membership*

None

78. Total of Part 11

Add lines 71 through 77. Copy the total to line 90.

\$0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

 No Yes

Debtor deeproot Capital Management, LLC
NameCase number (if known) 21-51523

Part 12: Summary

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	<u>\$736.86</u>	
81. Deposits and prepayments. Copy line 9, Part 2.	<u>\$0.00</u>	
82. Accounts receivable. Copy line 12, Part 3.	<u>\$0.00</u>	
83. Investments. Copy line 17, Part 4.	<u>\$0.00</u>	
84. Inventory. Copy line 23, Part 5.	<u>\$0.00</u>	
85. Farming and fishing-related assets. Copy line 33, Part 6.	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; collectibles. Copy line 43, Part 7.	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	<u>\$0.00</u>	
88. Real property. Copy line 56, Part 9.....		→ <u>\$0.00</u>
89. Intangibles and intellectual property. Copy line 66, Part 10.	<u>\$0.00</u>	
90. All other assets. Copy line 78, Part 11.	<u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column.....	91a. <u>\$736.86</u>	91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92		<u>\$736.86</u>

Debtor deeproot Capital Management, LLC _____ Case number (if known) 21-51523
 Name _____

Additional Page

All cash or cash equivalents owned or controlled by the debtor		Current value of debtor's interest	
General description		Net book value of debtor's interest (Where available)	Valuation method used for current value
Nature of Claim		Current value of debtor's interest	
4. Other Cash Equivalents - <i>Continued</i>			
4.2 <u>Check from San Antonio Water System</u>			<u>\$88.03</u>
4.3 <u>Check from CPS Energy</u>			<u>\$537.31</u>
60. Patents, copyrights, trademarks, and trade secrets - <i>Continued</i>			
60.2 <u>Application for patent for interactive touch control for a pinball machine</u>		<u>(Unknown)</u>	<u>(Unknown)</u>
74. Causes of action against third parties (whether or not a lawsuit has been filed) - <i>Continued</i>			
74.2 <u>Possible claims against Carlile Patchen & Murphy LLP</u>			
Nature of Claim <u>legal malpractice</u>			
Amount Requested <u>(Unknown)</u>			<u>(Unknown)</u>

Fill in this information to identify the case:

Debtor name deeproot Capital Management, LLCUnited States Bankruptcy Court for the:
Western District of TexasCase number (if known): 21-51523 Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.**1. Do any creditors have claims secured by debtor's property?**

No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.

Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

<i>Column A</i>	<i>Column B</i>
Amount of claim Do not deduct the value of collateral.	Value of collateral that supports this claim

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any. **\$0.00**

Debtor deeproot Capital Management, LLCCase number (if known) 21-51523

Name

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
	Line _____	_____

Fill in this information to identify the case:

Debtor name deeproot Capital Management, LLC

United States Bankruptcy Court for the:

Western District of Texas

Case number (if known): 21-51523 Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507)**

No. Go to Part 2.
 Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

	Total claim	Priority amount
2.1 Priority creditor's name and mailing address <hr/> <hr/> <hr/>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
Date or dates debt was incurred <hr/> <hr/> <hr/>	Basis for the claim: <hr/> <hr/> <hr/>	
Last 4 digits of account number <hr/> <hr/> <hr/>	Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) _____		
2.2 Priority creditor's name and mailing address <hr/> <hr/> <hr/>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
Date or dates debt was incurred <hr/> <hr/> <hr/>	Basis for the claim: <hr/> <hr/> <hr/>	
Last 4 digits of account number <hr/> <hr/> <hr/>	Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) _____		

Debtor deeproot Capital Management, LLC
NameCase number (if known) 21-51523

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim	
3.1	Nonpriority creditor's name and mailing address <u>Blue Cross Blue Shield</u> <u>1001 E. Lookout Dr</u> <u>Richardson, TX 75082</u> <u>Date or dates debt was incurred</u> _____ <u>Last 4 digits of account number</u> _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Insurance</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>unknown</u>
3.2	Nonpriority creditor's name and mailing address <u>Carlile Patchen & Murphy LLP</u> <u>950 Goodale Blvd 200</u> <u>Columbus, OH 43212</u> <u>Date or dates debt was incurred</u> _____ <u>Last 4 digits of account number</u> _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Legal</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>unknown</u>
3.3	Nonpriority creditor's name and mailing address <u>CPS Energy</u> <u>Bankruptcy Section 500 McCullough Mail Drop 110910</u> <u>San Antonio, TX 78215</u> <u>Date or dates debt was incurred</u> _____ <u>Last 4 digits of account number</u> _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Utilities</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>unknown</u>
3.4	Nonpriority creditor's name and mailing address <u>CVH University Park, L.P.</u> <u>c/o Austin Gray</u> <u>Harberg, Huvard, Jacobs, Wadler LLP</u> <u>2100 West Loop South, Ste. 1100</u> <u>Houston, TX 77027</u> <u>Date or dates debt was incurred</u> _____ <u>Last 4 digits of account number</u> _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>unpaid rent</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>unknown</u>
	Remarks: <u>Terminated lease for 12669 Silicon Drive, San Antonio, Texas</u>		
3.5	Nonpriority creditor's name and mailing address <u>Dropbox</u> <u>1800 OWENS STREET, SUITE 200</u> <u>San Francisco, CA 94158</u> <u>Date or dates debt was incurred</u> _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No	<u>unknown</u>

Debtor

deproot Capital Management, LLC

Name

Case number (if known)

21-51523

Part 2: Additional Page

3.6	Nonpriority creditor's name and mailing address <u>Fleming Financial Services</u> <u>4702 E Southern Ave</u> <u>Mesa, AZ 85206</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>warrants</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	unknown
3.7	Nonpriority creditor's name and mailing address <u>Maillie, Inc.</u> <u>500 North Lewis Road</u> <u>Royersford, PA 19468</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	unknown
3.8	Nonpriority creditor's name and mailing address <u>RingCentral</u> <u>20 Davis Dr</u> <u>Belmont, CA 94002</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	unknown
3.9	Nonpriority creditor's name and mailing address <u>San Antonio Water System</u> <u>2800 US Hwy 281 N</u> <u>San Antonio, TX 78212</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Utilities</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	unknown
3.10	Nonpriority creditor's name and mailing address <u>Silicon Drive Office Venture, LLC</u> <u>c/o John C. Dunne</u> <u>Shannon, Martin, Finkelstein, Alvarado & Dunne, P.C.</u> <u>1001 McKinney, Suite 1100</u> <u>Houston, TX 77002</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>unpaid rent</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	unknown

Debtor deeproot Capital Management, LLC
NameCase number (if known) 21-51523

Part 2: Additional Page

3.11	Nonpriority creditor's name and mailing address <u>Slack</u> <u>500 Howard St</u> <u>San Francisco, CA 94105</u> Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
------	--	--

Debtor deeproot Capital Management, LLC
NameCase number (if known) 21-51523**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims****5. Add the amounts of priority and nonpriority unsecured claims.**

		Total of claim amounts
5a.	Total claims from Part 1	5a. <u>\$0.00</u>
5b.	Total claims from Part 2	5b. <u>\$0.00</u> +
5c.	Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c. <u>\$0.00</u>

Fill in this information to identify the case:

Debtor name deeproot Capital Management, LLCUnited States Bankruptcy Court for the:
Western District of TexasCase number (if known): 21-51523 Chapter 7 Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.1. Does the debtor have any executory contracts or unexpired leases? No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form. Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1	State what the contract or lease is for and the nature of the debtor's interest	
	State the term remaining	
	List the contract number of any government contract	
2.2	State what the contract or lease is for and the nature of the debtor's interest	
	State the term remaining	
	List the contract number of any government contract	
2.3	State what the contract or lease is for and the nature of the debtor's interest	
	State the term remaining	
	List the contract number of any government contract	
2.4	State what the contract or lease is for and the nature of the debtor's interest	
	State the term remaining	
	List the contract number of any government contract	
2.5	State what the contract or lease is for and the nature of the debtor's interest	
	State the term remaining	
	List the contract number of any government contract	

Fill in this information to identify the case:

Debtor name depproot Capital Management, LLCUnited States Bankruptcy Court for the:
Western District of TexasCase number (if known): 21-51523 Check if this is an amended filing**Official Form 206H****Schedule H: Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

 No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form. Yes2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, *Schedules D-G*. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor		
Name	Mailing Address	Name	Check all schedules that apply:	
2.1	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	State	ZIP Code
2.2	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	State	ZIP Code
2.3	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	State	ZIP Code
2.4	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	State	ZIP Code
2.5	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	State	ZIP Code

Debtor deeproot Capital Management, LLC
NameCase number (if known) 21-51523**Additional Page if Debtor Has More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Name	Mailing Address
2.6	Street _____ _____ City _____ State _____ ZIP Code _____

Column 2: Creditor

Name	Check all schedules that apply:
------	---------------------------------

Fill in this information to identify the case:

Debtor name deeproot Capital Management, LLC

United States Bankruptcy Court for the:
Western District of Texas

Case number (if known): 21-51523 Chapter 7

Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)

1a. **Real Property:**

Copy line 88 from *Schedule A/B*.....

..... \$0.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*.....

..... \$736.86

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*.....

..... \$736.86

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*.....

..... \$0.00

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*.....

..... \$0.00

3b. **Total amount of claims of non-priority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*.....

..... + \$0.00

4. **Total liabilities**.....

Lines 2 + 3a + 3b

..... \$0.00

Fill in this information to identify the case:

Debtor name deeproot Capital Management, LLC

United States Bankruptcy Court for the:
Western District of Texas

Case number (if known): 21-51523

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- A Summary of Assets and Liabilities for Non-Individuals* (Official Form 206A-Summary)
- Amended Schedule* _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration* _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/13/2022
MM/ DD/ YYYY

X

/s/ Robert J. Mueller

Signature of individual signing on behalf of debtor

Robert J. Mueller
Printed name

Manager
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name deeproot Capital Management, LLC

United States Bankruptcy Court for the:

Western District of Texas

Case number (if known): 21-51523 Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business** None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year	Sources of revenue	Gross revenue (before deductions and exclusions)
	Check all that apply	

From the beginning of the fiscal year to filing date:	From <u>01/01/2021</u> to <u> </u> MM/ DD/ YYYY	Filing date	<input type="checkbox"/> Operating a business
			<input type="checkbox"/> Other _____
For prior year:	From <u>01/01/2020</u> to <u>12/31/2020</u> MM/ DD/ YYYY		<input type="checkbox"/> Operating a business
			<input type="checkbox"/> Other _____
For the year before that:	From <u>01/01/2019</u> to <u>12/31/2019</u> MM/ DD/ YYYY		<input type="checkbox"/> Operating a business
			<input type="checkbox"/> Other _____

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

 None

Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)

From the beginning of the fiscal year to filing date:	From <u>01/01/2021</u> to <u> </u> MM/ DD/ YYYY	Filing date	_____
For prior year:	From <u>01/01/2020</u> to <u>12/31/2020</u> MM/ DD/ YYYY		_____
For the year before that:	From <u>01/01/2019</u> to <u>12/31/2019</u> MM/ DD/ YYYY		_____

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1. _____ Creditor's name _____	_____	_____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
Street _____ _____	_____	_____	
City _____	State _____	ZIP Code _____	

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or co-signed by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. _____ Creditor's name _____	_____	_____	_____
Street _____ _____	_____	_____	_____
City _____	State _____	ZIP Code _____	
Relationship to debtor			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

Creditor's name and address	Description of the property	Date	Value of property
_____	_____	_____	_____

Debtor 1

First Name Middle Name

Last Name

43

5.1. _____

Creditor's name _____

Street _____

City _____ State _____ ZIP Code _____

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

 None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
6.1. _____ Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX- _____		

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity —within 1 year before filing this case.

 None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. _____	_____	Name _____ Street _____ City _____ State _____ ZIP Code _____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
Case number _____			

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

 None

Debtor 1

First Name	Middle Name	Last Name	43	
8.1. Custodian's name and address			Description of the property	Value
Custodian's name			Case title	Court name and address
Street				Name
City	State	ZIP Code	Case number	Street
			Date of order or assignment	City State ZIP Code

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
Recipient's name			
Street			
City	State	ZIP Code	
Recipient's relationship to debtor			

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Date of loss	Value of property lost
If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.	List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).		

10.1. _____

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None

First Name	Middle Name	Last Name	43	Dates	Total amount or value
11.1. Who was paid or who received the transfer?			If not money, describe any property transferred		
Wick Phillips Gould & Martin, LLP			Legal Counsel for Bankruptcy Options/Advice		08/19/2021
Address					\$4,545.45
3131 McKinney Ave. Suite 500 Street					
Dallas, TX 75204 City State ZIP Code					
Email or website address					
Who made the payment, if not debtor?					
Davis & Santos PLLC IOLTA account					
11.2. Who was paid or who received the transfer?			If not money, describe any property transferred		Dates
Wick Phillips Gould & Martin, LLP			Bankruptcy Counsel		12/09/2021
Address					\$5,454.54
3131 McKinney Ave. Suite 500 Street					
Dallas, TX 75204 City State ZIP Code					
Email or website address					
Who made the payment, if not debtor?					
deeproot Funds, LLC & deeproot Tech, LLC					
12. Self-settled trusts of which the debtor is a beneficiary					
List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.					
Do not include transfers already listed on this statement.					
<input checked="" type="checkbox"/> None					
12.1. Name of trust or device			Describe any property transferred		Dates transfers were made
Trustee					Total amount or value

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

13.1.	Who received the transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
-------	----------------------------	--	------------------------	-----------------------

Address

Street

City _____ State _____ ZIP Code _____

Relationship to debtor

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address	Dates of occupancy	
14.1. _____	From _____ To _____	
Street		
City	State	ZIP Code

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

No. Go to Part 9.

Yes. Fill in the information below.

First Name

Middle Name

Last Name

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

15.1. _____

Facility name

Street

City State ZIP Code

Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.

How are records kept?

Check all that apply:

 Electronically Paper

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

 No Yes. State the nature of the information collected and retained. SS#, DOB, and DL# _____

Does the debtor have a privacy policy about that information?

 No Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?

 No. Go to Part 10. Yes. Does the debtor serve as plan administrator? No. Go to Part 10. Yes. Fill in below:

Name of plan

Employer identification number of the plan

EIN: _____

Has the plan been terminated?

 No Yes

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

 None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
--	---------------------------------	-----------------	--	---

18.1. _____

Name _____

Street _____

City _____ State _____ ZIP Code _____

XXXX- _____

 Checking Savings Money market Brokerage Other

Debtor 1

First Name

Middle Name

Last Name

43

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

 None

19.1	Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
	Name			<input type="checkbox"/> No
	Street			<input type="checkbox"/> Yes
	Address			
	City	State	ZIP Code	

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

 None

20.1	Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
	Name			<input type="checkbox"/> No
	Street			<input type="checkbox"/> Yes
	Address			
	City	State	ZIP Code	

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

 None

Owner's name and address	Location of the property	Description of the property	Value
Name			
Street			
City	State	ZIP Code	

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

First Name

Middle Name

Last Name

■ **Hazardous material** means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

No

Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number	Name Street City State ZIP Code		<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

No

Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name Street City State ZIP Code	Name Street City State ZIP Code		

24. Has the debtor notified any governmental unit of any release of hazardous material?

No

Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name Street City State ZIP Code	Name Street City State ZIP Code		

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

First Name	Middle Name	Last Name	43
Business name and address		Describe the nature of the business	
Employer Identification number Do not include Social Security number or ITIN.			
25.1. <u>deeproot Studios LLC</u> Name <u>P.O. Box 691610</u> Street <u>San Antonio, TX 78269</u> City State ZIP Code		EIN: _____ Dates business existed From _____ To _____	
Business name and address		Describe the nature of the business	
Employer Identification number Do not include Social Security number or ITIN.			
25.2. <u>deeproot RE 12621 Silicon Dr, LLC</u> Name <u>P.O. Box 691610</u> Street <u>San Antonio, TX 78269</u> City State ZIP Code		EIN: _____ Dates business existed From _____ To _____	
Business name and address		Describe the nature of the business	
Employer Identification number Do not include Social Security number or ITIN.			
25.3. <u>deeproot Sports & Entertainment, LLC</u> Name <u>P.O. Box 691610</u> Street <u>San Antonio, TX 78269</u> City State ZIP Code		EIN: _____ Dates business existed From _____ To _____	
Business name and address		Describe the nature of the business	
Employer Identification number Do not include Social Security number or ITIN.			
25.4. <u>deeproot Funds LLC</u> Name <u>P.O. Box 691610</u> Street <u>San Antonio, TX 78269</u> City State ZIP Code		EIN: _____ Dates business existed From _____ To _____	
Business name and address		Describe the nature of the business	
Employer Identification number Do not include Social Security number or ITIN.			
25.5. <u>deeproot Tech LLC</u> Name <u>P.O. Box 691610</u> Street <u>San Antonio, TX 78269</u> City State ZIP Code		EIN: _____ Dates business existed From _____ To _____	

First Name

Middle Name

Last Name

43

Business name and address			Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.6. <u>deeproot STFR Debenture Fund LLC</u> Name <u>P.O. Box 691610</u> Street <u>San Antonio, TX 78269</u> City State ZIP Code				EIN: _____ Dates business existed From _____ To _____
Business name and address			Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.7. <u>deeproot 3 Year Bonus Income Fund,</u> LLC Name <u>12621 Silicon Dr</u> Street <u>San Antonio, TX 78249</u> City State ZIP Code				EIN: <u>4 7 - 0 9 6 7 7 3 1</u> Dates business existed From _____ To _____
Business name and address			Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.8. <u>deeproot 3 Year Bonus Reset Debenture</u> Fund LLC Name <u>P.O. Box 691610</u> Street <u>San Antonio, TX 78269</u> City State ZIP Code				EIN: _____ Dates business existed From _____ To _____
Business name and address			Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.9. <u>deeproot BonusGrowth 5 Year</u> Debenture Fund LLC Name <u>P.O. Box 691610</u> Street <u>San Antonio, TX 78269</u> City State ZIP Code				EIN: _____ Dates business existed From _____ To _____
Business name and address			Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.10. <u>deeproot 575 Fund LLC</u> Name <u>P.O. Box 691610</u> Street <u>San Antonio, TX 78269</u> City State ZIP Code				EIN: _____ Dates business existed From _____ To _____

First Name

Middle Name

Last Name

Business name and address**Describe the nature of the business****Employer Identification number**

Do not include Social Security number or ITIN.

25.11. deeproot Growth Runs Deep Fund LLC

Name

P.O. Box 691610

Street

San Antonio, TX 78269

City

State

ZIP Code

EIN: _____

Dates business existed

From _____ To _____

25.12. deeproot Queue Fund LLC

Name

P.O. Box 691610

Street

San Antonio, TX 78269

City

State

ZIP Code

EIN: _____

Dates business existed

From _____ To _____

25.13. deeproot Pinball LLC

Name

P.O. Box 691610

Street

San Antonio, TX 78269

City

State

ZIP Code

EIN: _____

Dates business existed

From _____ To _____

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

 None**Name and address****Dates of service**26a.1. Charlotte Acker

Name

2313 Brittany Grace

Street

New Braunfels, TX 78130

City

State

ZIP Code

From _____ To _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

 None**Name and address****Dates of service**

26b.1.

Name

Street

City

State

ZIP Code

From _____ To _____

First Name

Middle Name

Last Name

43

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

26c.1.

Mueller, Robert J.

Name

P.O. Box 690562

Street

San Antonio, TX 78269

City

State

ZIP Code

If any books of account and records are unavailable, explain why

26c.2.

Trapp Technology

Name

2600 N Central Ave

Street

Phoenix, AZ 85004

City

State

ZIP Code

If any books of account and records are unavailable, explain why

26c.3.

Silicon Drive Office Venture, LLC

Name

Street

City

State

ZIP Code

If any books of account and records are unavailable, explain why

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

Name and address

26d.1.

Name

Street

City

State

ZIP Code

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

No

Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

First Name

Middle Name

Last Name

43

Name and address of the person who has possession of inventory records

27.1.

Name _____

Street _____

City _____

State _____

ZIP Code _____

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Mueller, Robert J.	P.O. Box 690562 San Antonio, TX 78269	Manager & Member,	100.00 %

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

No

Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
_____	_____	_____	From _____ To _____

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

No

Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
_____	_____	_____	_____

30.1.

Name _____

Street _____

City _____

State _____

ZIP Code _____

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

No

Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
Policy Services, Inc.	EIN: 9 0 - 0 8 5 2 6 8 4

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

No

First Name

Middle Name

Last Name

43

 Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

EIN: _____

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/13/2022
MM/ DD/ YYYY

/s/ Robert J. Mueller

Printed name Robert J. Mueller

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Manager

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

No
 Yes